

**LAND-ARK INTERNATIONAL DEVELOPMENT SERVICES, INC****U.S.A.****ARTICLES OF INCORPORATION****ARTICLE I****1.01 Name**

The name of the corporation shall be: Land-Ark International Development Services, Incorporated - USA (hereinafter called LAIDS).

**ARTICLE II****2.01 Duration**

The period of duration of the corporation is perpetual.

**ARTICLE III****3.01 Purpose**

LAIDS is organized exclusively for charitable purposes within the meaning of section 501(c)3 of the Internal Revenue Code for worldwide sustainable community development, humanitarian needs arising from major disasters, and mitigation of general human development needs such as from injuries and developmental disabilities.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the Internal Revenue Code and are operated exclusively for sustainable community development and humanitarian purposes.

**3.02 Public Benefit**

LAIDS is designated as a public benefit corporation.

**ARTICLE IV****4.01 Non-profit Nature**

LAIDS is organized exclusively for charitable purposes within the meaning of section 501(c)3 of the Internal Revenue Code for worldwide sustainable community development, humanitarian needs arising from major disasters, and mitigation of general human development needs such as from injuries and developmental disabilities.

No part of the net earnings of LAIDS shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be

authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

#### **4.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of LAIDS of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### **4.03 Dissolution**

Upon termination or dissolution of LAIDS, any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to LAIDS.

The organization to receive the assets of LAIDS hereunder shall be selected by the discretion of a majority of the managing body of LAIDS and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against LAIDS by one or more of its managing body which verified petition shall contain such statements as reasonably indicating the applicability of this section. The court upon finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference, if practicable, to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for humanitarian purposes.

#### **4.04 Prohibited Distributions**

No part of the net earnings, properties of the directors of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV, Section 4.01.

#### **4.05 Restricted Activities**

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.



#### **4.06 Prohibited Activities**

Notwithstanding any other provisions of these Articles, LAIDS shall not carry on any other activity not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)3 of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under section 170(c)2 of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

### **ARTICLE V**

#### **5.01 Governance**

LAIDS shall be governed by its Executive Director and Board of Directors.

#### **5.02 Initial Board of Directors**

The initial board of directors of the corporation shall be:

1. Delali K. Hosi, (MSc), 6608 Hollow Tree Road, Louisville, KY 40228
2. Cynthia T. Freeman, 6608 Hollow Tree Road, Louisville, KY 40228
3. David M. Lewis, (ThD), 10112 Spring Gate Drive, Louisville, KY 40241
4. Yawa E. Sarpong, (MSc), 2460 Arnold Mill Road, Lawrenceville, GA 30044
5. George Opong, (MSc), 188 Country Club Lane, Scotch Plains, NJ 07076
6. Lucretia Freeman-Buster, (MBA), 4704 Lake Ontario Way, Bowie, MD 20720
7. Faith S. Ababio-Twi, (DBA-c), 3331 Legacy Drive, Lockport, IL 60441

### **ARTICLE VI**

#### **6.01 Membership**

LAIDS shall have no members. The management of the affairs of the corporation shall be vested in its board of directors, as set forth in Article V, Section 5.01.

### **ARTICLE VII**

#### **7.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by the approval of two-thirds (2/3) of the board of directors.

### **ARTICLE VIII**

#### **8.01 Corporate Address**

The initial registered office of the LAIDS is: 6608 Hollow Tree Road, Louisville, KY 40228.

The mailing address of the LAIDS is: 6608 Hollow Tree Road, Louisville, KY 40228.

## ARTICLE IX

### 9.01 Registered Agent

The registered agent of the LAIDS is: Cynthia T. Freeman, 6608 Hollow Tree Road, Louisville, KY 40228.

## ARTICLE X

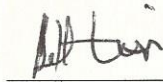
### 10.01 Incorporator

The incorporator of the LAIDS is: Delali K. Hosi, 6608 Hollow Tree Road, Louisville, KY 40228.

### Certificate of Adoption of Articles of Incorporation

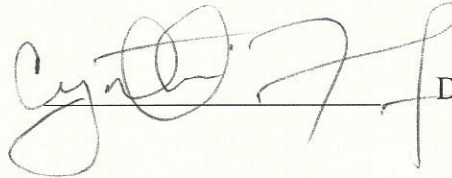
**We, the undersigned,** declare under penalty of perjury under the laws of the state of Kentucky that the foregoing Articles of Incorporation of Land-Ark International Development Services, U.S.A. (LAIDS) is true and correct.

Delali K. Hosi  
Incorporator/Director/Founder



Date 02/25/15

Cynthia T. Freeman  
Resident Agent/Director



Date 02/25/15